

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

# FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

338140

OMB APPROVAL

3235-0076

OMB Number: Expires:

April 30, 2008

16.00

Estimated average burden hours per response

SEC USE ONLY



		ANNA DIAGRI DIIIII DONNA HARLE II DI 1001
	check if this is an amendment and name has changed, and indicate change.)  ries E Convertible Preferred Stock in Wingspeed Corporation, February 2007	045012
Filing Under (Check box(es)	s) that apply): Rule 504 Rule 505 X Rule 506 Section 4(6)	ULOE
Type of Filing:	New Filing Amendment	
	A. BASIC IDENTIFICATION DATA	
1. Enter the information r	requested about the issuer.	
Wingspeed Corporation		
Address of Executive Office		Code)
30 Domino Drive, Conce Address of Principal Busines (if different from Executive	ess Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area	Code)
Brief Description of Busines Wingspeed Corporation	n develops, manufactures and sells voice and data systems for corporate and business aircraft.	CESSED
Type of Business Organizati  X corporation business trust	limited partnership, already formed other (please specify):	R <b>1 9</b> 2007
Jurisdiction of Incorporation	n or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:  CN for Canada; FN for other foreign jurisdiction)  M A	THOMSON FINANCIAL
GENERAL INSTRUCTIONS Federal: Who Must File: All issuers 77d(6).	s making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.5	01 et seq. or 15 U.S.C
Exchange Commission (SEG	nust be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with (C) on the earlier of the date it is received by the SEC at the address given below or, if received at that address afte led by United States registered or certified mail to that address.	the U.S. Securities and the date on which it is
Where to File: U.S. Securit	ties and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.	
Copies Required: Five (5) photocopies of the manually	<u>copies</u> of this notice must be filed with the SEC, one of which must be manually signed. Any copies not my signed copy or bear typed or printed signatures.	anually signed must be
Information Required: A nother information requested in with the SEC.	new filing must contain all information requested. Amendments need only report the name of the issuer and offering a Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Application of the part of the par	ng, any changes thereto, pendix need not be filed
Filing Fee: There is no fede	teral filing fee.	
that have adopted this form made. If a state requires the	o indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that he is included in Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be complete.	are to be, or have beer form. This notice shall
	ATTENTION	
Failure to file notice in the will not result in a loss of	e appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the approp If an available state exemption unless such exemption is predicated on the filing of a federal notice.	oriate federal notice
SEC 1972 (6-02)	Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.	Lot'9

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A. BASIC IDENTIFICATION DATA									
<ul> <li>Enter the information requested for the following:</li> <li>Each promoter of the issuer, if the issuer has been organized within the past five years;</li> <li>Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;</li> <li>Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and</li> </ul>									
<ul> <li>Each general and re Check Box(es) that Apply:</li> </ul>	Promoter	artnership issuers.  X Beneficial Owner	X Executive Officer	X Director	General and/or Managing Partner				
Full Name (Last name first, if individual)  Becker, James R.									
Business or Residence Address 30 Domino Drive, Concor	•	t, City, State, Zip Code)							
Check Box(es) that Apply:	Promoter	X Beneficial Owner	X Executive Officer	X Director	General and/or Managing Partner				
Full Name (Last name first, if Durlacher, Stanley	individual)								
Business or Residence Addres 30 Domino Drive, Concor	·	t, City, State, Zip Code)							
Check Box(cs) that Apply:	Promoter	X Beneficial Owner	Executive Officer	X Director	General and/or Managing Partner				
Full Name (Last name first, if Manna, Timothy J.				HUPAN THE					
Business or Residence Addres Pedlars Barn, Newsells V			nedom						
Check Box(es) that Apply:	Promoter	X Beneficial Owner	Executive Officer	Director	General and/or Managing Partner				
Full Name (Last name first, if John Moriarty and Assoc									
Business or Residence Addres 3 Church Street, Winches	s (Number and Stree	t, City, State, Zip Code)							
Check Box(cs) that Apply:	Promoter	X Beneficial Owner	Executive Officer	Director	General and/or Managing Partner				
Full Name (Last name first, if BLR Capital Corporation									
Business or Residence Addres 4 North Island Drive, Rye	s (Number and Stree	et, City, State, Zip Code)							
Check Box(es) that Apply:	Promoter	X Beneficial Owner	Executive Officer	Director	General and/or Managing Partner				
Full Name (Last name first, if Busconi, Lewis J.		4.2.4444							
Business or Residence Address 197 Sawyer Hill Road, Be		et, City, State, Zip Code)							
Check Box(es) that Apply:	Promoter	X Beneficial Owner	Executive Officer	Director	General and/or Managing Partner				
Full Name (Last name first, if Furnary Stephen J.	individual)								
Business or Residence Address		et, City, State, Zip Code)							

(Use blank sheet, or copy and use additional copies of this sheet as necessary.)

A. BASIC IDENTIFICATION DATA									
<ul> <li>Enter the information requested for the following:</li> <li>Each promoter of the issuer, if the issuer has been organized within the past five years;</li> </ul>									
• Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;									
Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and									
Each general and managing partner of partnership issuers.									
Check Box(es) that Apply: Promoter X Beneficial Owner Executive Officer Director General and/or Managing Partner									
Full Name (Last name first, if individual)  Home Select Finance (No. 2) Limited									
Business or Residence Address (Number and Street, City, State, Zip Code)									
P.O. Box 621, Le Gallars Chambers, 54 Bath Street, St. Helier, JE484D, Jersey Channel Islands									
Check Box(es) that Apply:  Promoter  Promoter  Director  General and/or  Managing Partner									
Full Name (Last name first, if individual) Patridge-Hicks, Steven									
Business or Residence Address (Number and Street, City, State, Zip Code)  Little Haugh Hall, Norton, Suffolk IP31 3CH, United Kingdom									
Check Box(es) that Apply: Promoter X Beneficial Owner Executive Officer Director General and/or Managing Partner									
Full Name (Last name first, if individual)  Spiess, Russell David									
Business or Residence Address (Number and Street, City, State, Zip Code) 14303 Blenheim Place Court, Houston, TX 77095-3592									
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner									
Full Name (Last name first, if individual)									
Business or Residence Address (Number and Street, City, State, Zip Code)									
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner									
Full Name (Last name first, if individual)									
Business or Residence Address (Number and Street, City, State, Zip Code)									
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner									
Full Name (Last name first, if individual)									
Business or Residence Address (Number and Street, City, State, Zip Code)									
Check Box(cs) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner									
Full Name (Last name first, if individual)									
Business or Residence Address (Number and Street, City, State, Zip Code)									
(Use blank sheet, or copy and use additional copies of this sheet as necessary.)									

					В.	INFORMA	ATION AB	OUT OFF	ERING		<u>-</u>			<u>-</u>
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering  Answer also in Appendix, Column 2, if filing under ULOE.										Yes	No X		
2.	What is the m					-							s	N/A
,	Does the offering permit joint ownership of a single unit?										Yes	No		
3. 4.	Does the offer Enter the info												X	L_
	remuneration person or age than five (5) dealer only.	for solicita	tion of pure	hasers in c r registered	onnection with the S	with sales of EC and/or	of securities with a state	in the offe or states, I	ring. If a p	erson to be e of the bro	listed is an ker or deal	associated er. If more		
	Name (Last na	me tirst. Il	ındividual)											
Non Busin	e ness or Reside	nce Addres	s (Number :	and Street.	City, State,	Zip Code)						••		
					,,,									
Nam	e of Associate	d Broker or	Dealer											
State	s in Which Pe	rson Listed	Has Solicit	ed or Intend	ds to Solici	Purchaser:	s							
	(Check "All S	itates" or ch	eck individ	lual States)				•••••					All Sta	tes
	[AL]	[AK]	[AZ]	[AR]	[CA]	[co]	[CT]	[DE]	[DC]	[FL]	[GA]	[Ht]	[[0]]	
	[iL]	[IN]	[IA]	[ĸs]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]	
	[MT]	[NE]	[VV]	[HN]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH] [WV}	{οκ] [wι}	[OR] [WY]	[PA] [PR]	
Full	[Ri] Name (Last na	[SC]	[SD] individual)	[TN]	[TX]	[ហ]	[VT]	[VA]	[WA]	[wvj	[WI]	[,,1]	ניגן	
				1.0	City Ct-ty	7:- C-d-)			<del></del>					
Busi	ness or Reside	nce Addres	s (Number	and Street,	City, State,	, Zip Coue)							<del></del>	
Nam	e of Associate	d Broker or	Dealer											
State	s in Which Pe	rson Listed	Has Solicit	ed or Inten	ds to Solici	t Purchaser	S							
	(Check "All S	States" or ch	neck individ	lual States)			-11		************		******		Ali Sta	ites
	[AL]	[AK]	[AZ]	[AR]	[CA]	[co]	[CT]	[DE]	[DC]	[FL]	[GA]	(HI)	[10]	
	[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[M1]	[MN]	[MS]	[MO]	
	[MT] [RI]	[NE]	[VV] [SD]	[NH] [NT]	[נא] [xx]	[אא] [דט]	[YN] [YT]	[NC] [VA]	[ND] [WA]	(OH) [WV]	(ok)	[OR] [WY]	[PA] [PR]	
Full	Name (Last na													
Busi	ness or Reside	nce Addres	s (Number	and Street,	City, State,	, Zip Code)							<del></del>	
		**												
Nam	e of Associate	d Broker or	Dealer								,			
State	es in Which Pe (Check "All S								>>************************************				All Sta	ites
	[AL]	[AK]	[AZ]	[AR]	[CA]	[co]	[ст]	[DE]	[DC]	[FL]	[GA]	[нл]	[ai]	
	[ir]	[18]	[1A]	[KS]	[KY]	[1.A]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[мо]	
	[MT]	[NE]	[NV]	[NH]	[NJ]	[MM]	[NY]	[NC]	[ND]	[HO]	[OK]	(OR)	[PA]	
	[81]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[w1]	[WY]	[PR]	

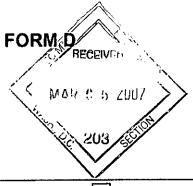
(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

## C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.				
		Aggregate			Amount Already
	Type of Security	Offering Price			Sold
	Debt	0.00	S		0.00
	Equity	5,000,000.00	\$	_	244,752.00
	Common X Preferred				
	Convertible Securities (including warrants)	0.00	. \$		0.00
	Partnership Interests \$	0.00	. \$	_	0.00
	Other (Specify)	0.00	. \$	_	0.00
	Total	5,000,000.00	. 5		244,752.00
	Answer also in Appendix, Column 3, if filing under ULOE.				
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."				
		Number Investors			Aggregate Dollar Amount of Purchases
	Accredited Investors	4	. \$	_	244,752.00
	Non-accredited Investors	0	s	_	0.00
	Total (for filings under Rule 504 only)		\$	_	
	Answer also in Appendix, Column 4, if filing under ULOE				
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C—Question 1.		N/A		
	Type of offering	Type of Security			Dollar Amount Sold
	Rule 505		- \$	_	
	Regulation A		. \$	_	
	Rule 504		\$	_	··································
	Total		<u> </u>	_	
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.				
	Transfer Agent's Fees			\$ .	0.00
	Printing and Engraving Costs	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		\$.	0.00
	Legal Fees		X	\$ _	15,000.00
	Accounting Fees.			\$ .	0.00
	Engineering Fces			\$ .	0.00
	Sales Commissions (specify finders' fees separately)			\$ _	0.00
	Other Expenses (identify) Blue Sky filing fees	, 11)1511-15411-1441-1441-14-14-14-14-14-14-14-14-14	X	\$ _	600.00
	Total	5		S	15,600.00

Γ	C OFFFRIN	C PDICE NUMBED OF	INVESTO	DC EVD	ENCEC A	UD TI	E OF PROCEERS			
Ь		G PRICE, NUMBER OF					SE OF PROCEEDS			
	b. Enter the difference between the ag and total expenses furnished in response proceeds to the issuer."	to Part C - Question 4.a. 7	This differe	nce is the	"adjusted	gross		**********	S	4,984,400.00
5.	Indicate below the amount of the adjuste each of the purposes shown. If the amou the box to the left of the estimate. The proceeds to the issuer set forth in respons	nt for any purpose is not kno e total of the payments list	own, furnished must ed	h an estin	nate and ch	eck				
	·	•					Payments to Officers,			
							Directors & Affiliates			Payments To Others
	Salaries and fees					\$	0.00		\$	0.00
	Purchase of real estate		,,		$\Box$	\$	0.00	$\Box$	s	0.00
	Purchase, rental or leasing and insta	llation of machinery and equ	ipment		<u> </u>	5	0.00	$\Box$	s	0.00
	Construction or leasing of plant buil	dings and facilities			$\overline{\sqcap}$	\$	0.00	$\Box$	s	0.00
	Acquisition of other businesses (inc					-				
	offering that may be used in exchanges issuer pursuant to a merger)					s	0.00		s	0.00
	Repayment of indebtedness					\$	0.00	$\Box$	\$	0.00
	Working capital					s -	0.00	$\overline{\mathbf{x}}$	S	4,984,400.00
	Other (specify)					-				
					_					
					📙	\$ _	0.00		\$	0.00
	Column Totals					\$ =	0.00	X	\$	4,984,400.00
	Total Payments Listed (column total	s added)		**********		L	X \$4	<u>,984,400</u>	.00	
		D. FED	ERAL SIG	GNATUE	RE					
an u	nssuer has duly caused this notice to be signodertaking by the issuer to furnish to the long-accredited investor pursuant to paragra	J.S. Securities and Exchang	authorized e Commiss	person. tion, upor	If this notic n written re	e is fi quest	led under Rule 505, to of its staff, the infor	the follow	ing s ımisi	ignature constitutes ned by the issuer to
lssue	er (Print or Type)	Signature	$\overline{\Box}$	0	1			Date		
	gspeed Corporation	en	. K	De	hu			Febru	ary i	27, 2007
Nam	ne of Signer (Print or Type)	Title of Signer (Print	or Type)							
Jam	ies A. Becker	President						<u>.</u>		
		=	TTENT							<del></del>
	Intentional misstatemen	ts or omissions of fact o	constitute	federal	criminal	violat	tions. (See 18 U.S	.C. 1001	.)	

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#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL OMB Number: 3235-0076

Expires:

April 30, 2008

### FORM D

# NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR**



erial

16.00

UNIFORM LIMITED	OFFERING EXEMP
Name of Offering ( check if this is an amendment and name has changed, Offering and Sale of Series E Convertible Preferred Stock in Wingsp	and indicate change.) eed Corporation, Februar
Filing Under (Check box(es) that apply):  Type of Filing:  X New Filing  Amendment	ule 505 X Rule 506 Section 4(6) ULOE
A. BASIC IDEN	TIFICATION DATA
Enter the information requested about the issuer.	
Name of Issuer ( check if this is an amendment and name has changed, Wingspeed Corporation	
Address of Executive Offices (Number and Street. Ci 30 Domino Drive, Concord, MA 01742	978-318-0600
Address of Principal Business Operations (Number and Street, Ci (if different from Executive Offices)	y, State, Zip Code) Telephone Number (Including Area Code)
Brief Description of Business Wingspeed Corporation develops, manufactures and sells voice and o	lata systems for corporate and business aircraft.
Type of Business Organization  X corporation	other (please specify):
Actual or Estimated Date of Incorporation or Organization:  Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Servi CN for Canada; FN for other	2 9 5 X Actual Estimated ce abbreviation for State:
GENERAL INSTRUCTIONS	

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

A	Ш	ΕN	T	0	N

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

> Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

	A. BASIC IDENT	TIFICATION DATA	*****						
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Check Box(es) that Apply: Promoter	¬ ˙	X Executive Officer	X Director	General and/or Managing Partner					
Full Name (Last name first, if individual)  Becker, James R.									
Business or Residence Address (Number and Street, Ci 30 Domino Drive, Concord, MA 01742	y, State, Zip Code)								
Check Box(es) that Apply: Promoter	Beneficial Owner	X Executive Officer	X Director	General and/or Managing Partner					
Full Name (Last name first, if individual)  Durlacher, Stanley									
Business or Residence Address (Number and Street, Ci 30 Domino Drive, Concord, MA 01742	ry, State, Zip Code)								
Check Box(es) that Apply: Promoter	Beneficial Owner	Executive Officer	X Director	General and/or Managing Partner					
Full Name (Last name first, if individual) Manna, Timothy J.									
Business or Residence Address (Number and Street, Ci Pedlars Barn, Newsells Village, Hertfordshire,	•	gdom	_						
Check Box(es) that Apply: Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner					
Full Name (Last name first, if individual)  John Moriarty and Associates	-								
Business or Residence Address (Number and Street, Ci 3 Church Street, Winchester, MA 01890	ry, State, Zip Code)								
Check Box(es) that Apply: Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner					
Full Name (Last name first, if individual) BLR Capital Corporation									
Business or Residence Address (Number and Street, Ci 4 North Island Drive, Rye, NY 10580	ry, State, Zip Code)								
C'heck Box(es) that Apply: Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner					
Full Name (Last name first, if individual) Busconi, Lewis J.									
Business or Residence Address (Number and Street, Ci 197 Sawyer Hill Road, Berlin, MA 01503	ry, State, Zip Code)								
	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner					
Full Name (Last name first, if individual)									
Business or Residence Address (Number and Street, City, State, Zip Code)									
3 Warriston Lane, Rye, NY 10580									

(Use blank sheet, or copy and use additional copies of this sheet as necessary.)

	A. BASIC IDEN	TIFICATION DATA							
<ul> <li>Enter the information requested for the following:</li> <li>Each promoter of the issuer, if the issuer has been organized within the past five years;</li> <li>Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;</li> <li>Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and</li> <li>Each general and managing partner of partnership issuers.</li> </ul>									
Check Box(es) that Apply: Promoter	X Beneficial Owner	Executive Officer	Director	General and/or Managing Partner					
Full Name (Last name first, if individual) Home Select Finance (No. 2) Limited									
Business or Residence Address (Number and Stree P.O. Box 621, Le Gallars Chambers, 54 Ba		84D, Jersey Channel Islan	ds						
Check Box(es) that Apply: Promoter	X Beneficial Owner	Executive Officer	Director	General and/or Managing Partner					
Full Name (Last name first, if individual) Patridge-Hicks, Steven									
Business or Residence Address (Number and Stree Little Haugh Hall, Norton, Suffolk IP31 30									
Check Box(es) that Apply: Promoter	X Beneficial Owner	Executive Officer	Director	General and/or Managing Partner					
Full Name (Last name first, if individual) Spiess, Russell David									
Business or Residence Address (Number and Stree 14303 Blenheim Place Court, Houston, TX									
Check Box(es) that Apply: Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner					
Full Name (Last name first, if individual)									
Business or Residence Address (Number and Stree	t, City, State, Zip Code)	-	7						
Check Box(es) that Apply: Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner					
Full Name (Last name first, if individual)									
Business or Residence Address (Number and Street	t, City, State, Zip Code)		· <u>-</u>						
Check Box(es) that Apply: Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner					
Full Name (Last name first, if individual)									
Business or Residence Address (Number and Street	et, City, State, Zip Code)								
Check Box(es) that Apply: Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner					
Full Name (Last name first, if individual)									
Business or Residence Address (Number and Stree	et, City, State, Zip Code)								

					В. 1	NFORMA	TION ABO	OUT OFFI	ERING					
							inverte '	معدمتان	200				Yes	No X
1.	Has the issuer							inis otteri	11 <b>g</b>		••••••		Ш	ŁX.
2.	Answer also in Appendix, Column 2, if filing under ULOE.  What is the minimum investment that will be accepted from any individual?										<b>s</b>	N/A		
	3. Does the offering permit joint ownership of a single unit?											Yes	No	
3.													<u>x</u>	
4.	Enter the inforcemuneration person or ager than five (5) person or ager than five (5) person only.	for solicitat	tion of pure ter or dealer	hasers in co	onnection w with the SF	vith sales of EC and/or v	f securities with a state	in the offer or states, li	ring. If a pe ist the name	erson to be e of the bro	listed is an ker or deale	associated er. If more		
Full	Name (I ast nai	me first, if i	individual)		- <del></del>	<del></del>								
Nor			. (2)		Other Di	The Co. 4 h								
Bus	iness or Resider	nce Address	s (Number 2	and Street, (	city, State,	Zip Code)								
Nan	ne of Associated	l Broker or	Dealer				<u> </u>	*						
Stat	es in Which Per								<del></del>					
	(Check "All S	tates" or ch	eck individ	lual States).					,				All State	s 
	[AL]	[AK]	[AZ]	[AR]	[CA]	[co]	[ст]	[DE]	[DC]	[FL]	[GA]	[HI]	[aɪ]	
	[IL]	[IN]	[iA]	[ĸs]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]	
	[MT]	[NE]	[NV]	[кн]	[เи]	[NM]	[א۲]	[NC]	[ND]	[он]	[ок]	[OR]	[PA]	
	[RI]	[sc]	[SD]	[TN]	[TX]	(ਯ]	[VT]	[VA]	[WA]	[wv]	[WI]	[WY]	[PR]	
Full	Name (Last na	me first, if	individual)					<b></b>	_ <del></del>					
Bus	iness or Resider	nce Address	s (Number :	and Street,	City, State,	Zip Code)								
Nai	ne of Associated	d Broker or	Dealer		<del></del>	<u> </u>								
Stat	tes in Which Per													
	(Check "All S									,,,,,,,,,,,,		1**//*/	All State	:s
	[AL]	[AK]	[AZ]	[AR]	[CA]	[co]	[ст]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
	[11]	[IN]	[IA]	[ks]	[KY]	[LA]	[ME]	[MD]	[MA]	[M1]	[MN]	[MS]	[мо]	
	[MT]	[NE]	[٧٧]	[NH]	[NJ]	[MM]	[YN]	[NC]	[ND]	[HO]	(OK)	(OR)	[PA]	
	[RI]	[sc]	[SD]	[TN]	[TX]	[UT]	[v <b>t]</b>	[VA]	[WA]	[wv]	[wi]	[WY]	[PR]	
Fu!	l Name (Last na	me first, if	individual)					_						
Bus	siness or Reside	nce Addres	s (Number	and Street,	City, State,	, Zip Code)								
Nai	me of Associate	d Broker or	Dealer		<del></del>									
Sta	tes in Which Pe	rson Listed	Has Solicit	ted or Inten	ds to Solici	t Purchaser	2							
	(Check "All S												All State	es
	[AL]	[AK]	[AZ]	[AR]	[CA]	[co]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
	[nt]	[\lambda]	[AZ] [IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]	
	(IL) [MT]	[NE]	[NV]	[NH]	[IN]	[NM]	[NY]	[NC]	[ND]	[OH]	[oĸ]	[OR]	[PA]	
	[RI]	[sc]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[wv]	[wt]	[WY]	[PR]	

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

•	OFFEDING PRICE	NUMBER OF INVESTORS	EXPENSES	AND HCF (	OF PROCEEDS
L.	OFFERING PRICE	. NUMBER OF INVESTORS	LATENSES	AND USE V	UF FRUGEEDS

i.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.			
		Aggregate		Amount Already
	Type of Security	Offering Price		Sold
	Debt	0.00	S	0.00
	Equity \$	5,000,000.00	S	244,752.00
	Common X Preferred			
	Convertible Securities (including warrants)	0.00	\$	0.00
	Partnership Interests	0.00	\$	0.00
	Other (Specify )	0.00	S	0.00
	Total	5,000,000.00	S	244,752.00
	Answer also in Appendix, Column 3, if filing under ULOE.			
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number investors		Aggregate Dollar Amount of Purchases
	Accredited Investors	4	S	244,752.00
	Non-accredited Investors.		- \$	0.00
	Total (for filings under Rule 504 only)		s	
	Answer also in Appendix, Column 4, if filing under ULOE	<del> </del>	•	
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C—Question 1.		N/A	
	Type of offering	Type of Security		Dollar Amount Sold
	Rule 505		- \$	
	Regulation A		- \$	
	Rule 504		- \$	
	Total		<b>_</b> \$	
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.			
	Transfer Agent's Fees		;	0.00
	Printing and Engraving Costs		<u> </u>	0.00
	1.ega) Fees		<u>x</u> :	15,000.00
	Accounting Fees		;	0.00
	Engineering Fees	1	:	0.00
	Sales Commissions (specify finders' fees separately)			0.00
	Other Expenses (identify) Blue Sky filing fees	ı	<b>X</b> :	600.00
	Total		$\mathbf{X}$	15,600.00

	C. OFFERING PR	ICE, NUMBER OF INV	ESTOR	, EXPENSI	es an	D USE (	OF PROCEEDS				
	b. Enter the difference between the aggregate offering price given in response to Part C — Question I and total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted gross proceeds to the issuer."							s .	4,984,400.00		
5.	Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above.										
							ayments to				
						£	Officers, Directors & Affiliates			Payments To Others	
	Salaries and fees				Ц	\$	0.00		5	0.00	
	Purchase of real estate				$\sqcup$	\$	0.00		<b>S</b> .	0.00	
	Purchase, rental or leasing and installation of machinery and equipment					\$	0.00		\$ .	0.00	
	Construction or leasing of plant buildings	and facilities				s	0.00		<b>S</b> .	0.00	
	Acquisition of other businesses (includin			this							
	offering that may be used in exchange for issuer pursuant to a merger)					s	0.00		\$	0.00	
	Repayment of indebtedness	***************************************				s	0.00		S	0.00	
	Working capital					s	0.00	$\mathbf{x}$	\$ _	4,984,400.00	
	Other (specify)										
					_						
					닏	s	0.00		\$.	0.00	
	Column Totals				Ш	s ==	0.00	X	\$ -	4,984,400.00	
	Total Payments Listed (column totals add	ed)		••••	••••	X	\$4	,984,400	.00		
Γ		D. FEDE	RAL SIG	NATURE							
The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.											
lssu	er (Print or Type)	Signature	$\overline{\bigcirc}$	0 1				Date			
	ngspeed Corporation	a		buch				Febru	ary i	27, 2007	
Nan	ne of Signer (Print or Type)	Title of Signer (Print or	Type)								
Jan	nes A. Becker	President	****		·····						
ATTELITIAL											
	ATTENTION  Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)										

**END**